

Southern Pacific Transportation Company

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June 15, 1984

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RECORDATION NO. 5919-F JUN 19 1984

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INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 26436 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 49

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Fifth Supplement to Equipment Trust dated as of June 1, 1984, to Equipment Trust Agreement dated as of December 15, 1970, creating Southern Pacific Company Equipment Trust, Series No. 49, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of December 15, 1970, recorded on January 7, 1971, at 1:30 PM, assigned Recordation No. 5919;

First Supplement to Equipment Trust Agreement dated as of October 1, 1972, recorded on January 3, 1973, at 11:30 AM, assigned Recordation No. 5919-A;

Second Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 5919-B;

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Third Supplement to Equipment Trust Agreement
dated as of December 7, 1979, recorded on
December 14, 1979, at 4:10 PM, assigned
Recordation No. 5919-C;

Fourth Supplement to Equipment Trust Agreement
dated as of August 1, 1982, recorded on
August 16, 1982, at 2:15 PM, assigned
Recordation No. 5919-D; and

Officer's Certificate dated as of January 31,
1983, relating to Fourth Supplement to Equip-
ment Trust Agreement dated as of August 1,
1982, recorded on February 18, 1983, at 11:35
AM, assigned Recordation No. 5919-E.

In connection with the recording of the Fifth Supplement
dated as of June 1, 1984, to the Equipment Trust Agreement
dated as of December 15, 1970, the following information is
set forth in accordance with the provisions of Section 57.4
of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

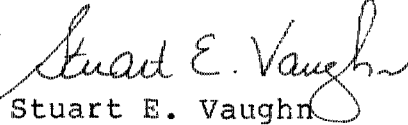
General Description of the Equipment
Covered by the Fifth Supplement:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 3193; GRIP date - February, 1978.

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When the recording of the Fifth Supplement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return three (3) of the same to her.

Very truly yours,


Stuart E. Vaughn

Enclosures

cc: Mr. D. A. Smith
(Attn: Mr. L. S. Vollmer)

5919 F
RECORDATION NO. Filed 1425

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INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 49

FIFTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of June 1, 1984

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of June, 1984, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of December 15, 1970, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 49 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount of cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") which has been destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment other than work equipment, hereinafter specifically described,

free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the destroyed railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 49, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive, General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 3193; GRIP date - February, 1978.


TO HAVE AND TO HOLD, as part of the Trust Equipment,
subject to all of the terms and conditions of the Equipment
Trust.

This Fifth Supplement may be simultaneously executed
in several counterparts, each of which so executed shall be
deemed to be an original, and such counterparts together
shall constitute but one and the same instrument.

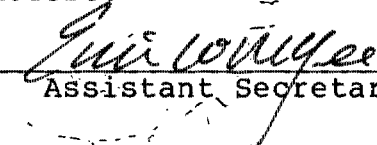
IN WITNESS WHEREOF, the Trustee, acting in accordance
with the terms and conditions of the Equipment Trust, and
the Company, pursuant to due corporate authority, have
caused these presents to be signed in their respective
corporate names and their respective corporate seals to be
hereunto affixed, duly attested, as of the day and year
first above written.

FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By



Corporate Trust Officer

Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By


Vice President and Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 12th day of June, 1984, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

)
) ss.
)

On this 1st day of June, 1984, before me personally appeared D. A. SMITH, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenona M. J. Young
Notary Public

